SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB (6-02)control number.

ATTENTION

Failure to file notice in the appropriate states will not result in/a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response...1

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY									
Prefix	Serial								
DATER	ECEIVED								

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

BRI - Plumbrook, L.L.C.

Filing Under (Check box(es) that apply):

[] Rule 504 [] Rule 505 [X] Rule 506

[X] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA



1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

BRI - Plumbrook, L.L.C.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

28555 Orchard Lake Road, Suite 220, Farmington Hills, Michigan 48334

248-489-1111

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Number (Including Area Code)

Type of Business Organization			
[] corporation	[] limited partnership, a	already formed	[X] other (please specify):
[] business trust	[] limited partnership, to	o be formed	limited liability company
		Month Year	
Actual or Estimated Date of Incorp	poration or Organization:	[0] [6] [0] [3]	[X] Actual [] Estimated
Jurisdiction of Incorporation or Or			
	CN for Canada; FN f	or other foreign jur	risdiction) [M] [I]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation D</u> or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:		Prom	noter	[X]	Ben Owr	_] Exe	ecutive	Officer		[]	Direct	or	[X]	Gene and/o Mana Partr	or aging
Full Name	(La	st nan	ne first,	, if ind	lividu	al)										
В	ezna	ak, M	itchell		——			<u> </u>							_	
Business	or Re	esider	nce Add	dress	(Nun	nber and	d Stree	et, City	/, State,	Zip C	ode)					
28	3555	Orch	ard La	ke R	oad,	Suite 2	20, Fa	rming	ton Hill	s, MI 4	48334					
Check Box(es) that Apply	-	[]	Promot	ter	[]	Benef Owne		[]	Execu	tive O	fficer	[]	Director	. [aı M	eneral nd/or anaging artner
Full Name	(Las	st nan	ne first,	, if ind	lividu	al)										
Business	or Re	esider	nce Ade	dress	(Nun	nber and	d Stree	et, City	/, State,	Zip C	ode)			······		<u></u>
Check Box(es) th Apply:		[]	Promo	oter	[]	Benefic Owner		[]	Execut	ive Of	ficer	[]	Director	[]	an Ma	eneral d/or anaging artner
Full Name	(Las	st nan	ne first,	, if ind	lividu	al)										
Business	or Re	esider	nce Add	dress	(Nun	nber and	d Stree	et, City	/, State,	Zip C	ode)					
Check Box(es) th Apply:		[]	Promo	oter	[]	Benefi Owner		[]	Execut	ive Of	ficer	[]	Director	[]	an Ma	eneral d/or anaging artner
Full Name	(Las	st nan	ne first,	, if ind	lividu	al)										
Business	or Re	esider	nce Add	dress	(Nun	nber and	d Stree	et, City	/, State,	Zip C	ode)				107	
Check Box(es) th Apply:		[]	Promo	oter	[]	Benefic Owner		[]	Execut	ive Of	ficer	[]	Director	.]	an Ma	eneral d/or anaging artner
Full Name	(Las	st nan	ne first,	, if ind	lividu	al)					·· <u>—</u>					
Business	or Re	esider	nce Add	dress	(Nun	nber and	d Stree	et, City	/, State,	Zip C	ode)					
Check Box(es) th Apply:		[]	Promo	oter	[]	Benefic Owner		[]	Execut	ive Of	ficer	[]	Director	[]	ar Ma	eneral d/or anaging artner

Full N	lame (La	st nam	e first, if ind	dividua	al)							
Busir	ess or R	esiden	ce Address	(Num	nber and Str	eet, Cit	y, State, Zip	o Code)				
Chec Box(e Apply	es) that	[]	Promoter	[]	Beneficial Owner	[]	Executive	e Officer	[]	Director	[]	General and/or Managing Partner
Full N	lame (La	st nam	e first, if in	dividua	al)			-				
Busir	ess or R	esiden	ce Address	s (Num	nber and Str	eet, Cit	y, State, Zij	o Code)				
	(L	Jse bla	nk sheet,	or cop	oy and use	additio	nal copies	of this s	sheet, a	s necessa	ary.)	
				В.	INFORMA	TION A	BOUT OF	FERING				
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.									estors	Yes []		No [X]
2. Wr	nat is the	minim	um investm	ent th	at will be ac	cepted	from any in	idividual?	•	\$24,000	.00	
3. Do	es the of	fering p	permit joint	owne	rship of a sir	ngle uni	t?			Yes [X]		No []
given, purcha listed and/or (5) pe set for	directly assers in is an asser with a sersons to the inf	or indir connect ociated state or be listed formation	ectly, any oction with some person or states, list and are asson for that it	commisales of agent the notated the contract of the contract o	each personsion or simple securities to fabroker ame of the persons of the or dealer or	ilar rem in the or deal broker of such a	nuneration f offering. If er registere or dealer. I	or solicitate a persored with the force the fo	ation of to be e SEC an five			
Full N	ame (Las N/A	st name	e first, if ind	lividua	1)							
Busin	ess or Re	esidend	e Address	(Num	ber and Stre	et, City	, State, Zip	Code)				
Name	of Asso	ciated E	Broker or D	ealer								
States	in Whic	h Perso	on Listed H	as So	licited or Inte	ends to	Solicit Pure	chasers				
Chec	k "All Sta	ites" or	check indi	vidual	States)					!	[] A	All States
AL] [L] MT] RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]		[CA [KY [NJ [TX] [LA]] [NM]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[H] [MS FO] [W]	[MO] R] [PA]

Full N	ame (Las	st name f	irst, if ind	ividual)								
Busine	ess or Re	esidence	Address	(Numbe	r and Stre	eet, City,	State, Zip	Code)				
Name	of Assoc	iated Bro	oker or D	ealer				-				
State	s in Whic	h Persor	n Listed F	las Solic	ited or In	tends to s	Solicit Pu	rchasers				
(Che	ck "All Sta	ates" or o	check ind	ividual S	tates)						[] All S	States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame (Las	t name f	irst, if ind	ividual)								
Busine	ess or Re	sidence	Address	(Numbe	r and Stre	et, City,	State, Zip	Code)				
Name	of Assoc	ciated Bro	oker or D	ealer								
States	in Which	n Person	Listed H	as Solici	ted or Inte	ends to S	olicit Pur	chasers		- · · · · · · · · · · · · · · · · · · ·		
(Che	ck "All St	ates" or	check ind	dividual S	States)			·			- []Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	(1	Jse blan	k sheet,	or copy	and use	addition	nal copie	s of this	sheet, as	s necess	ary.)	
	C C	FFFRIN	G PRICE	NIIMR	ER OF IN	IVESTO	S FYPE	ENSES A	ND USE	OF PRO	CEEDS	
		T L L KIN		., NOND	EK OF II	1723101	NO, EXPE	INJES A	- USE	OF FRO	CEEDS	
1. En	ter the ac	gregate	offering (orice of s	ecurities	included	in this off	ering and	the total			
am	nount alre	ady sold	l. Enter "(o" if ansv	ver is "no	ne" or "ze	ero." If the	transact	ion is an			
								elow the	amounts			
Oi	ine secur	illes one	rea for e.	xchange	and alrea	ady excha	angeu.		Aggre	gate	Amoi	ınt Already
-	Type of S	Security							Offering		,	Sold
Į	Debt							<u>\$</u> \$			\$	
1	Equity						•••••	<u>\$</u>			\$	
	_	-	-	•] Prefe						 -	
			-	_	arrants)			<u>\$</u>				
		*							3 400 000	0.00	_ \$	20.000.00
(-		y Membe	•	•	<u> </u>	2,400,000			32,000.00
	ı otal							> 2	2,400,000	טט.ט	\$ 9	32,000.00

\$ 2,400,000.00

Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount of Purchases Investors Accredited Investors 13 \$ 932,000.00 Non-accredited Investors 0 Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. **Dollar Amount** Type of Security Type of offering Sold Rule 505 Regulation A Rule 504 \$ \$ Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Γ Printing and Engraving Costs Legal Fees [X] 20,000.00 Accounting Fees 5,000.00 Engineering Fees [] \$ Sales Commissions (specify finders' fees separately) \$ [] Other Expenses (identify) [] Total 25,000.00 b. Enter the difference between the aggregate offering price given in response to Part C -Question 1 and total expenses furnished in response to Part C - Question 4.a. This \$ 2,375,000.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

difference is the "adjusted gross proceeds to the issuer."

		Officers, Directors, 8 Affiliates []\$	Paymer	
		[X] \$560,00	<u>00.00</u> [X] <u>\$ 50</u>	0,000.00
-	<u>-</u>	[]\$	[]\$	
• •		[]	[X] \$ 1.:	315.000.00
		ь J		
exchange for the assets or securities of a	nother issuer	[]\$	[]\$	
		[]\$	[]\$	
· •		[]\$	[]\$	
Other (specify):	111111111111111111111111111111111111111	[]\$	[]\$	
		[]\$	[]\$	
		£11.\$		
		[X] \$	2,375,000.00	
D. FI	EDERAL SIGNATUR			
filed under <u>Rule 505</u> , the following signature con Securities and Exchange Commission, upon wr	nstitutes an undertak itten request of its sta	ing by the issu aff, the inform	uer to furnish to th	ne U.S.
Issuer (Print or Type)	Signature		Date	
BRi – Plumbrook, L.L.C.	Muchell Be	legnal	July 24, 2003	
Name of Signer (Print or Type)	Title of Signer (Print	or Type)		
Mitchell Bleznak	Manager			
	ATTENTION			
Intentional misstatements of		onstitute for	deral criminal	
			ierai criminai	
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities. Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is ed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. eacurities and Exchange Commission, upon written request of its staff, the information furnished by the Issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Suer (Print or Type) Signature Manager ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.) Le STATE SIGNATURE Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No				
provisions of such rule?		·		
See Appendix	k, Column 5, for state	response.		
2. The undersigned issuer hereby undertakes notice is filed, a notice on Form D (17 CFR 239				in which this

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request,

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and

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information furnished by the issuer to offerees.

understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Name of Signer (Print or Type)	Title of Signer (Prin	t or Type)

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3			4		5 Disqualification		
			Type of security				under Sta	ate ULOE		
	Int	end to sell	and aggregate			(if yes, attach				
	to no	n-accredited	offering price		Type		explanation of			
1		stors in State	offered in state			ourchased in State			granted)	
	(Pa	rt B-Item 1)	(Part C-Item 1)			art C-Item 2)		(Part E	Item 1)	
				Number of		Number of		:		
State	Yes	No		Accredited Investors		Non-Accredited Investors	Amount	Yes	No	
AL	163	110		1114631013	Amount	1117631013	Amount	163	140	
AK			······				1			
AZ				-						
AR										
CA										
СО										
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http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002